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OF COUNSEL
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RECORDATION NO. 15075-F, G
FILED 1/25

OCT 1 - 1996 - 11 10 AM

OFFICIAL RECORDS COMMISSION

RECEIVED
SURFACE TRANSPORTATION
BOARD
OCT 1 11 12 AM '96

September 30, 1996

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a), are two (2) copies of an Assignment of Instruments and Bill of Sale, both dated as of September 30, 1996, secondary documents as defined in the Board's Rules for the Recordation of Documents.

The enclosed documents relates to the Conditional Sale Agreement and secondary documents previously filed with the Commission under Recordation Number 15075.

The names and addresses of the parties to the enclosed documents are:

Assignment of Instruments

Assignor: The Provident Bank
One East Fourth Street, Suite 700
Cincinnati, Ohio 75202

Assignee: The First National Bank of Maryland
25 South Charles Street
Baltimore, Maryland 21201

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Bill of Sale

Seller : The Provident Bank
One East Fourth Street, Suite 700
Cincinnati, Ohio 45202

Buyer: The First National Bank of Maryland
25 South Charles Street
Baltimore, Maryland 21201

A description of the railroad equipment covered by the enclosed documents is:

two hundred seventy-one (271) covered hoppers ELTX 1100 through
ELTX 1371 (excluding ELTX 1257)

Also enclosed is a check in the amount of \$44.00 payable to the order of the
Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed documents to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/bg
Enclosures

BILL OF SALE

REGISTRATION NO. 15075-B
OCT 1 - 1996 11:22 AM
NOTARIAL PUBLIC COMMISSION

THE PROVIDENT BANK ("Grantor"), in consideration of One Dollar and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, does hereby GRANT, BARGAIN, SELL and CONVEY to THE FIRST NATIONAL BANK OF MARYLAND ("Grantee"), its successors and assigns all of its right, title and interest in and to the railcars (the "Units") now owned by Grantor and more particularly described in attached Exhibit A, which Exhibit A is incorporated herein by this reference.

TO HAVE AND TO HOLD the Units unto Grantee, its successors and assigns forever. Grantor, for itself and its successors, does hereby covenant that Units are FREE AND CLEAR OF ALL ENCUMBRANCES WHATSOEVER arising by, through or under Grantor (other than any interest under the Transaction Documents described in the Assignment of Instruments dated as of September 30, 1996 between Grantor and Grantee), and that it will forever WARRANT AND DEFEND the same, against the claims of all persons whomsoever arising by, through or under Grantor.

OTHER THAN THE ABOVE LIMITED WARRANTY OF TITLE, SAID UNITS ARE PURCHASED BY BUYER "AS IS" WITHOUT ANY EXPRESS OR IMPLIED WARRANTIES OR REPRESENTATIONS OF ANY KIND, WITHOUT LIMITATION, SELLER DOES NOT WARRANT THE EQUIPMENT IS OF MERCHANTABLE QUALITY NOR THAT IT CAN BE USED FOR ANY PARTICULAR PURPOSE.

IN WITNESS WHEREOF, Grantor has executed this Bill of Sale on the 30th day of September, 1996.

Signed and acknowledged
in the presence of:

THE PROVIDENT BANK

Richard D. Aizer
Pamela J. Casey

By [Signature]
Title S. V. P.

DESCRIPTION OF RAILCARS

Two hundred seventy-one (271) ACF Model 5711, 5800 cubic foot, covered hopper railcars bearing car marks and numbers:

ELTX 1100 through 1256, inclusive; and
ELTX 1258 through 1371.